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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
LUBBOCK DIVISION

<hr/>	§	
In Re:	§	Chapter 11
	§	
Caprock Wine Company, L.L.C.	§	CASE NO. 09-50576-rlj-11
	§	
Debtor	§	
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In Re:	§	Chapter 11
	§	
Caprock Real Estate Holdings, L.L.C.	§	CASE NO. 09-50577-rlj-11
	§	
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DEBTORS' MOTION FOR ORDER AUTHORIZING
JOINT ADMINISTRATION

TO THE HONORABLE ROBERT L. JONES, U.S. BANKRUPTCY JUDGE:

Caprock Wine Company, L.L.C. and Caprock Real Estate Holdings, L.L.C. (collectively, the "Debtors") in the above-referenced Chapter 11 cases respectively represent:

1. The Debtors each commenced with this Court a voluntary case under Chapter 11 of Title 11 of the United States Code on December 23, 2009. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. Caprock Real Estate Holdings, L.L.C. is a single-asset company and is the record owner of the real estate and fixtures used by Caprock Wine Company, L.L.C. in the wine

production business. Caprock Wine Company, L.L.C. is the Sole Member of Caprock Real Estate Holdings, L.L.C., and is therefore an “affiliate,” as that term is defined under section 101(2) of the Bankruptcy Code, entitling the court to order a joint administration of the estates.

3. This court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The Debtors seek joint administration of these chapter 11 cases for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and Rule 1015.1 of the Local Rules for the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”).

5. Debtor’s cases are pending before this court. Joint administration of the cases will prevent the imposition of unnecessary costs on the estates and duplicate proceedings before the court. It is appropriate and necessary, in order to avoid costly, duplicate proceedings and to save attorney time, court time, and the attendant costs of duplicate matters in each case, that the Debtors’ cases be treated as a single case for administrative purposes pursuant to Bankruptcy Rule 1015(b).

6. The Debtors propose that the Court modify the caption of their cases to reflect the joint administration of these chapter 11 cases, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
LUBBOCK DIVISION**

In re:	§	Chapter 11
	§	
CAPROCK WINE COMPANY, L.L.C., et al,	§	09-50576-rlj-11
	§	
	§	
Debtors.	§	JOINTLY ADMINISTERED

7. The Debtors also seek the Court's direction that a notation substantially similar to the following notation be entered on the docket of each of the Debtors' cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Caprock Wine Company, L.L.C. and Caprock Real Estate Holdings, L.L.C. The docket in **Case No. 09-50576-rlj-11** should be consulted for all matters affecting this case.

8. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee on a consolidated basis. Consolidated monthly operating reports will further administrative economy and efficiency without prejudice to any party in interest.

9. No trustee, examiner or statutory creditors' committee has been appointed in these chapter 11 cases. Notice of this Motion has been provided to: (i) the U.S. trustee; (ii) the attached matrix; (iii) the Debtors prepetition secured lenders; and (iv) counsel to the Agent to the Debtors' proposed postpetition lenders (collectively, the "Notice Parties"). The debtors submit that no other or further notice need be provided.

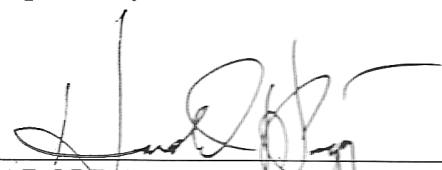
10. No previous request for the relief sought herein has nbeen made to this or any other Court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: January 20, 2009.

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Respectfully Submitted,

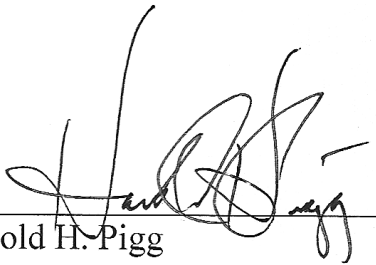

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CERTIFICATE OF SERVICE

I certify that a true and correct copy of the forgoing Debtors' Motion for Order Authorizing Joint Administration was served on the following designated parties and to the parties on the attached matrix on this 21st day of January, 2010.

1. Ms. Nancy Resnick
U.S. Trustee's Office
1100 Commerce Street
Room 9C60
Dallas, Texas 75242
2. Michael Cooley
Gardere, Wynne, Sewell, L.L.P.
3000 Thanksgiving Tower
1601 Elm Street
Dallas, Texas 75201-4761



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